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October 13, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 14 9 50 AM '98

RECORDATION NO. 20996-A FILED

OCT 14 '98 9-50AM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- ✓ 1) CARGILL INCORPORATED Dated 9 18 98
- 2) OMAHA PUBLIC POWER DISTRICT Dated 9 24 98
- 3) LOUIS DREYFUS CORPORATION Dated 9 24 98
- 4) CSX TRANSPORTATION INC Dated 9 30 98

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

MEMORANDUM OF LEASE EXTENSION

OCT 14 '98

9-50AM

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 18th day of September, 1998, is made by Cargill Incorporated, a Delaware corporation, with an address at 15615 Mc Ginty Road West, Wayzata, MN 55391-2398 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of 9/8/98 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of October 8, 1997 (the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: Lawrence LittlefieldTitle: Vice President

CARGILL INCORPORATED,

By: Name: W. J. EvansTitle: Vice President

SCHEDULE A

27, 4750 c.f. capacity Covered Hopper Cars

1. CEFX 15424
2. CEFX 15447
3. CEFX 15456
4. CEFX 15458
5. CEFX 15461
6. LDCX 20339
7. LDCX 20350
8. LDCX 20352
9. LDCX 20355
10. LDCX 20359
11. LDCX 20361
12. LDCX 20362
13. LDCX 20365
14. LDCX 20379
15. LDCX 20380
16. LDCX 20594
17. LDCX 20813
18. LDCX 20980
19. LDCX 20981
20. LDCX 20985
21. LDCX 20988
22. LDCX 21057
23. LDCX 21061
24. LDCX 21062
25. LDCX 21065
26. LDCX 21099
27. LDCX 21157

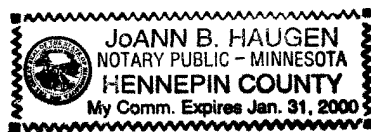
STATE OF)
) SS:
COUNTY OF)

On this 18th day of September, 1998 before me personally appears
Mr. J. Boone, to me personally known, who by me duly sworn, says that
he/she is the Vice President of CARGILL INCORPORATED (the
"Company"), that the foregoing instrument was signed on behalf of the said Company by
authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

JoAnn B. Haugen
Notary Public

[SEAL]



My Commission expires: Jan. 31, 2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 24th day of September, 1998 before me personally appears
LAWRENCE LITTLEFIELD, to me personally known, who by me duly sworn, says that
he/she is the Vice-President of THE CIT GROUP/EQUIPMENT
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the
said Company by authority of its Board of Directors, and he/she acknowledged that the execution
of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, ~~1998~~
2000